

EXHIBIT C

Certification Information

Certification Information

1) **Registered Agent.** TelCove-Operations' registered agent in the State of South Carolina is: Corporation Service Company, 5000 Thurman Mall Boulevard, Columbia, South Carolina 29201.

2) **Customer Inquiries.** Contact information for customer inquiries is:

712 North Main Street, Coudersport, PA 16915, 1-866-TELCOVE (835-2683)

TelCove-Operations representatives monitor calls to this number twenty-four hours a day, seven days a week. The toll-free customer service number and email address will be printed on customer bills.

3) **Corporate Documents.** Currently, TelCove-Operations is a corporation. Its Articles of Incorporation and Certificate of Good Standing in South Carolina are attached hereto in Attachments 1 and 2 respectively. In connection with the proposed reorganization, TelCove-Operations' corporate form will be changed to a limited liability company. Updated corporate documents, which will become available only after the completion of the proposed reorganization, will be provided to the Commission when they become available.

4) **Financial Information.** TelCove-Operations is financially well qualified to provide service in South Carolina. Financial information for TelCove-Operations' ultimate corporate parent, Level 3 Communications, Inc., is provided in Attachment 4 to this Exhibit.

5) **Managerial and Technical Information.** TelCove-Operations is well qualified to provide regulated services in South Carolina. TelCove-Operations, by virtue of its ownership of TelCove-SC, already has substantial experience in overseeing the existing TelCove operations in

South Carolina. Management biographies for TelCove-Operations are attached hereto as Attachment 3.

6) Tariffs/Description of Services. TelCove-Operations seeks authority identical to that held by TelCove-SC. As required by South Carolina Code § 58-9-280, attached hereto is a copy of Applicant's initial tariff. Further information regarding the services TelCove Operations will provide in South Carolina are provided in the TelCove-SC tariff currently on file with the Commission and in the TelCove-Operations proposed tariff (which is identical to the TelCove-SC tariff) provided in Exhibit D. Pursuant to the South Carolina Public Service Commission's Order No. 95-658 (issued March 20, 1995), TelCove-Operations makes the following affirmation, which is included in the Company's tariff:

As a telephone utility under the regulation of the Public Service Commission of South Carolina, Carrier does hereby assert and affirm that as a reseller of intrastate telecommunications service, Carrier will not indulge or participate in deceptive or misleading telecommunications marketing practices to the detriment of consumers in South Carolina, and will comply with those marketing procedures, if any, set forth by the Public Service Commission. Additionally, Carrier will be responsible for the marketing practices of its contracted telemarketers for compliance with this provision. Carrier understands that violation of this provision could result in a rule to show cause as to the withdrawal of its certification to complete intrastate telecommunications traffic within the state of South Carolina.

7) Waivers. TelCove-Operations requests waivers identical to those granted to TelCove-SC. Specifically, TelCove-Operations requests the following waivers:

- a) a waiver of the requirement of Rule 103-631 to publish and distribute local exchange directories.

- b) a waiver pursuant to Commission Rule 103-610, that TelCove-Operations be permitted to keep all records required under the rules at its principal offices in the Commonwealth of Pennsylvania.
- c) a waiver that exempts TelCove-Operations from any record keeping rules or regulations that might require the Company to maintain its financial records in conformance with the Uniform System of Accounts ("USoA"). USoA regulations are appropriate for carriers subject to rate regulation. As a competitive carrier, TelCove-Operations is not rate regulated and therefore should not be subject to USoA regulation. TelCove-Operations will maintain its books in accordance with Generally Accepted Accounting Principals ("GAAP").
- d) As noted in the Application, TelCove-Operations requests flexible regulation for its telecommunications services similar to the request granted by the Commission in Order No. 98-165, in Docket No. 97-467-C. In particular, TelCove-Operations requests that the Commission presume that TelCove-Operations' tariff is valid upon filing, subject to the Commission's authority to initiate an investigation within thirty (30) days of filing and adopt a competitive rate structure incorporating maximum rate levels with the flexibility for rate adjustment below the maximum rate levels.
- e) With respect to interexchange services, TelCove-Operations requests that its interexchange business service offerings be regulated pursuant to the procedures described and set forth in Order Nos. 95-1734 and 96-55, in Docket No. 95-661-C, as modified by Order No. 2001-997, in Docket No. 2000-407-C. In particular, TelCove-Operations requests that the Commission remove the maximum rate

required for business and private line services and presume that TelCove's tariff filings are valid upon filing, subject to the Commission's right within seven (7) days of filing to suspend the tariff and institute an investigation. TelCove-Operations also requests that the Commission grant the Company any other waivers or exemptions now available with respect to deregulation of the Commission's rules with respect to other regulatory or reporting requirements. TelCove-Operations reserves the right to seek additional waivers in the future that may reasonably be required.

8) **Pre-Filed Testimony.** Prefiled testimony supporting this Application is provided in Attachment 5.

Exhibit C: Attachment 1

Articles of Incorporation

Minutes of a Meeting of
the Board of Directors of
TelCove Operations, Inc.

The meeting of the Board of Directors of TelCove Operations, Inc. (the "Company") was held on April 12, 2005, by way of a conference call. Present (either in person or by telephone conference) were Robert Guth and Ed Babcock, constituting the Directors of the Company and Jim Means, Vice President, General Counsel & Secretary of the parent, TelCove, Inc. Jim Means served as Secretary to the meeting.

Upon motion, duly made and seconded, Robert E. Guth was appointed Chairman of the Meeting.

CALL TO ORDER

The Chairman announced that, a quorum being present, it was in order to proceed with the business of the meeting.

ELECTION OF MANAGERS

The Chairman stated that it was in order for the members to appoint the officers of the Company. Upon motion duly made and seconded, and after full discussion, it was unanimously resolved that the following persons hold the office of the Company listed below until a successor shall have been duly elected and qualified:

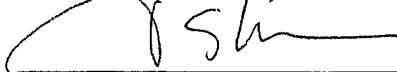
<u>Name</u>	<u>Title</u>
Robert E. Guth	President and Chief Executive Officer
Edward E. Babcock	Vice President and Chief Financial Officer
James E. Means	Secretary

OTHER MATTERS

It was Resolved that all of the actions taken by the officers of the Company since that last meeting of the Board of Directors of the Member be, and they hereby are, ratified and approved.

There being no further business, upon motion duly made and seconded, the meeting was adjourned.

TelCove Operations, Inc.

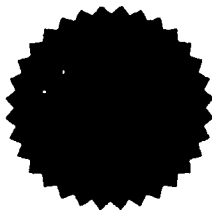

James E. Means, Secretary

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "ADELPHIA BUSINESS SOLUTIONS OPERATIONS, INC.", CHANGING ITS NAME FROM "ADELPHIA BUSINESS SOLUTIONS OPERATIONS, INC." TO "TELCOVE OPERATIONS, INC.", FILED IN THIS OFFICE ON THE EIGHTH DAY OF APRIL, A.D. 2004, AT 3:24 O'CLOCK P.M.



3076715 8100

040292275

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3065982

DATE: 04-21-04

**CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF INCORPORATION
OF**

ADELPHIA BUSINESS SOLUTIONS OPERATIONS, INC.

Adelphia Business Solutions Operations, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), hereby certifies as follows:

1. The name of the Corporation is Adelphia Business Solutions Operations, Inc. The original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on July 29, 1999.

2. The Corporation commenced a voluntary case under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") on March 27, 2002 in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") (Case No. 02-11389 (REG)). This Certificate of Amendment amends the original Certificate of Incorporation of the Corporation, as amended to date (the "Certificate of Incorporation"), and has been duly adopted in accordance with Sections 242 and 303 of the General Corporation Law of the State of Delaware (the "DGCL"), pursuant to the authority granted to the Corporation under Section 303 of the DGCL to put into effect and carry out the Modified Third Amended Joint Plan of Reorganization under chapter 11 of the Bankruptcy Code for the Corporation, et al. (the "Plan"), as confirmed on December 19, 2003 by order (the "Order") of the Bankruptcy Court. Provision for amending the Certificate of Incorporation is contained in the Order of the Bankruptcy Court having jurisdiction under the Bankruptcy Code for the reorganization of the Corporation.


3. Article FIRST of the Certificate of Incorporation is amended in its entirety as follows:

"FIRST: The name of the corporation is TelCove Operations, Inc. (the "Corporation")."

4. Article FOURTH of the Certificate of Incorporation is amended by adding the following new sentence after the last sentence of said Article:

"Pursuant to Section 1123 of the Bankruptcy Code, notwithstanding any other provision contained herein to the contrary, the Corporation shall not issue non-voting equity securities."

IN WITNESS WHEREOF, the undersigned has duly executed this
Certificate of Amendment to Certificate of Incorporation on this 2nd day of April, 2004.


Name: Edward E. Babcock, Jr.
Title: Chief Financial Officer and Vice
President

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "ADELPHIA BUSINESS SOLUTIONS OPERATIONS, INC.", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF JULY, A.D. 1999, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

3076715 8100

991314878

AUTHENTICATION: 9895421

DATE: 07-30-99

CERTIFICATE OF INCORPORATION
OF
ADELPHIA BUSINESS SOLUTIONS OPERATIONS, INC.

1. The name of the corporation is:

Adelphia Business Solutions Operations, Inc.

2. The address of its registered office in the State of Delaware is 1013 Centre Road, Wilmington, Delaware 19805-1297, County of New Castle. The name of its registered agent at such address is the Corporation Service Company.

3. The nature of the business or purpose to be conducted or promoted is:

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

4. The total number of shares of stock which the corporation shall have authority to issue is ~~100~~ shares of Common Stock, and the par value of each of such shares is One Cent (\$0.01), amounting in the aggregate to Ten Dollars.

5. The name and mailing address of the Sole Incorporator is as follows:

Mary V. Rhodes
Adelphia Business Solutions
DDI Plaza Two
500 Thomas Street, Suite 400
Pittsburgh, PA 15017


6. The corporation is to have perpetual existence.

7. A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director for any act or omission; provided, however, that the foregoing shall not eliminate or limit the liability of a director (a) for any breach of the director's duty or loyalty to the corporation or its stockholders, (b) for any act or omission not in good faith or which involves intentional misconduct or a knowing violation of law, (c) under Section 174 of the General Corporation Law of the State of Delaware, or (d) for any transaction from which the director derived an

improper personal benefit. Any repeal or modification of this article by the stockholders of the corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the corporation existing at the time of such repeal or modification.

8. In furtherance and not in limitation of the powers conferred by the General Corporation Law of the State of Delaware, the Board of Directors of the corporation is expressly authorized to make, alter, or repeal the By-laws of the corporation.
9. Elections of directors need not be by written ballot except and to the extent provided in the By-laws of the corporation.

I, Mary V. Rhodes, being the Sole Incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 29th day of July, 1999.


Mary V. Rhodes, Sole Incorporator

OMNIBUS AMENDMENT OF BYLAWS

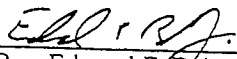
WHEREAS, the Stockholders of each TelCove Entity (as defined below) desire to amend the bylaws of each TelCove Entity to require such TelCove Entity to have, at all times, not less than two (2) members of their respective boards of directors. For purposes of this Omnibus Amendment of Bylaws the following corporations shall be individually referred to as a "TelCove Entity" and collectively as the "TelCove Entities": TelCove Atlantic, Inc., a Delaware corporation, TelCove Operations, Inc., a Delaware corporation, TelCove of Pennsylvania, Inc., a Delaware corporation, TelCove of South Carolina, Inc., a Delaware corporation, TelCove Capital, Inc., a Delaware corporation, TelCove Holdings of Louisiana, Inc., a Delaware corporation and TelCove Holdings of Pennsylvania, Inc., a Delaware corporation;

NOW, THEREFORE, it is hereby:

RESOLVED, that from and after the date of this Omnibus Amendment of Bylaws, the bylaws of each TelCove Entity are hereby amended to provide that such TelCove Entity shall have, at all times, not less than two (2) members of its board of directors; and it is further

RESOLVED, that this Omnibus Amendment of Bylaws shall be effective immediately.

Signed on June 30, 2005 by the stockholders of each Telcove Entity.


By: Edward E. Babcock, Jr.

Title: Vice President and Chief Financial Officer
of each TelCove Entity

I, James E. Means, the Secretary of each TelCove Entity, do hereby certify, that Edward E. Babcock, Jr. is the duly appointed, qualified and incumbent Vice President and Chief Financial Officer of each TelCove Entity as of the date hereof and the signature above is his genuine signature.

By: James E. Means
Title: Secretary of each TelCove Entity

OMNIBUS AMENDMENT OF BYLAWS

WHEREAS, the Stockholders of each TelCove Entity (as defined below) desire to amend the bylaws of each TelCove Entity to require such TelCove Entity to have, at all times, not less than two (2) members of their respective boards of directors. For purposes of this Omnibus Amendment of Bylaws the following corporations shall be individually referred to as a "TelCove Entity" and collectively as the "TelCove Entities": TelCove Atlantic, Inc., a Delaware corporation, ~~TelCove Operations, Inc.~~ a Delaware corporation, TelCove of Pennsylvania, Inc., a Delaware corporation, TelCove of South Carolina, Inc., a Delaware corporation, TelCove Capital, Inc., a Delaware corporation, TelCove Holdings of Louisiana, Inc., a Delaware corporation and TelCove Holdings of Pennsylvania, Inc., a Delaware corporation;

NOW, THEREFORE, it is hereby:

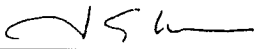
RESOLVED, that from and after the date of this Omnibus Amendment of Bylaws, the bylaws of each TelCove Entity are hereby amended to provide that such TelCove Entity shall have, at all times, not less than two (2) members of its board of directors; and it is further

RESOLVED, that this Omnibus Amendment of Bylaws shall be effective immediately.

Signed on June 30, 2005 by the stockholders of each Telcove Entity.

By: Edward E. Babcock, Jr.
Title: Vice President and Chief Financial Officer
of each TelCove Entity

I, James E. Means, the Secretary of each TelCove Entity, do hereby certify, that Edward E. Babcock, Jr. is the duly appointed, qualified and incumbent Vice President and Chief Financial Officer of each TelCove Entity as of the date hereof and the signature above is his genuine signature.



By: James E. Means
Title: Secretary of each TelCove Entity

**BY-LAWS
OF
ADELPHIA BUSINESS SOLUTIONS OPERATIONS, INC.**

1. Offices

Adelphia Business Solutions Operations, Inc. (hereinafter the "Corporation") may have offices and places of business at such places, within or without the State of Delaware, as the Board of Directors may from time to time determine or the business of the Corporation may require.

2. Meeting of Stockholders

2.1 Place of Meetings.

All meetings of the stockholders for the election of directors shall be held at such place as may be fixed from time to time by the Board of Directors, or at such other place either within or without the State of Delaware as shall be designated from time to time by the Board of Directors and stated in the notice of the meeting. Meetings of stockholders for any other purpose may be held at such time and place, within or without the State of Delaware, as shall be stated in the notice of the meeting or in a duly executed waiver thereof.

2.2 Annual Meeting.

Annual meetings of stockholders commencing with the year 2000 shall be held on the date and time as shall be designated from time to time by the Board of Directors and stated in the notice of the meeting or in a duly executed waiver thereof.

2.3 Special Meetings.

Special meetings of the stockholders, for any purpose or purposes, unless otherwise prescribed by statute or by the Certificate of Incorporation, may be called by the President or Board of Directors and shall be called by the President or Secretary at the request in writing of stockholders owning not less than one-fifth of the entire capital stock of the Corporation issued and outstanding and entitled to vote. Such request shall state the purpose or purposes of the proposed meeting.

2.4 Notice.

Written notice of each meeting of stockholders shall be given in the manner prescribed in Article IV of these By-laws which shall state the place, date and hour of the meeting and, in the case of a special meeting, shall state the purpose or purposes for which the meeting is called. In the case of a meeting to vote on a proposed merger or consolidation, such notice shall state the purpose of the meeting and shall contain a copy of the agreement or brief

summary thereof and, in the case of a meeting to vote on a proposed sale, lease or exchange of all of the Corporation's assets, such notice shall specify that such a resolution shall be considered. Such notice shall be given to each stockholder of record entitled to vote at the meeting not less than ten (10) nor more than sixty (60) days prior to the meeting, except that where the matter to be acted on is a merger or consolidation of the Corporation or a sale, lease or exchange of all or substantially all of its assets, such notice shall be given not less than twenty (20) nor more than sixty (60) days prior to such meeting. If mailed, notice is given when deposited in the United States mail, postage prepaid, directed to the stockholder at his address as it appears on the records of the corporation.

2.5 Business.

Business transacted at any special meeting of stockholders shall be limited to the purpose or purposes stated in the notice.

2.6 Quorum and Adjournment.

Except as otherwise provided by statute or the Certificate of Incorporation, the holders of a majority of the shares of the Corporation issued and outstanding and entitled to vote thereat, present in person or represented by proxy, shall be necessary to and shall constitute a quorum for the transaction of business at each meeting of stockholders but in no event shall a quorum consist of less than one-third of the shares entitled to vote at the meeting. If a quorum shall not be present at the time fixed for any meeting, the stockholders present, in person or by proxy, and entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present. At such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified. If the adjournment is for more than thirty days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting.

2.7 Voting.

Unless otherwise provided in the Certificate of Incorporation and subject to the provisions of Article VI, Section 4 of these By-laws, each stockholder shall be entitled to one vote, in person or by proxy, for each share of capital stock held by such stockholder. If the Certificate of Incorporation provides for more or less than one vote for any share, on any matter, every reference in these By-laws to a majority or other proportion of stock shall refer to such majority or other proportion of the votes of such stock.

2.8 Vote Required.

When a quorum is present at any meeting, in all matters other than the election of directors, the vote of the holders of a majority of the shares present in person or represented by

proxy and entitled to vote on the subject matter shall decide any question brought before such meeting, unless the question is one upon which by express provision of the statutes or of the Certificate of Incorporation, a different vote is required in which case such express provision shall govern and control the decision of such question. Directors shall be elected by a plurality of the votes of the shares present in person or represented by proxy at the meeting and entitled to vote on the election of directors.

2.9 Voting Lists.

The officer who has charge of the stock ledger of the Corporation shall prepare and make, at least ten (10) days before every meeting of stockholders, a complete list of the stockholders entitled to vote at the meeting, arranged in alphabetical order, and showing the address of each stockholder and the number of shares registered in the name of each stockholder.

Such list shall be open to the examination of any stockholder, for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten (10) days prior to the meeting, either at a place within the city where the meeting is to be held, which place shall be specified in the notice of the meeting, or, if not so specified, at the place where the meeting is to be held. The list shall also be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any stockholder who is present.

2.10 Proxy.

Each stockholder entitled to vote at a meeting of stockholders or to express consent or dissent to corporate action in writing without a meeting may authorize another person or persons to act for him by proxy, but no such proxy shall be voted or acted upon after three (3) years from its date, unless the proxy provides for a longer period.

A duly executed proxy shall be irrevocable if it states that it is irrevocable and if, and only as long as, it is coupled with an interest sufficient in law to support an irrevocable power. A proxy may be made irrevocable regardless of whether the interest with which it is coupled is an interest in the stock itself or an interest in the Corporation generally.

2.11 Consents.

Any action required or permitted to be taken at any annual or special meeting of the stockholders may be taken without a meeting, without prior notice and a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted and shall be delivered to the Corporation by delivery to its registered office in Delaware, its principal place of business, or an officer or agent of the Corporation having custody of the book in which proceedings of meetings of stockholders are recorded. Delivery made to the Corporation's registered office shall be by hand or by certified or registered mail, return receipt requested. Where corporate action is taken in such manner by less than unanimous written

consent, prompt written notice of the taking of such action shall be given to all stockholders who have not consented in writing thereto.

Every written consent shall bear the date of signature of each stockholder who signs the consent and no written consent shall be effective to take the corporate action referred to therein unless, within sixty days of the earliest dated consent delivered in the manner required by statute to the Corporation, written consents signed by a sufficient number of holders to take action are delivered to the Corporation by delivery to its registered office in Delaware, its principal place of business, or an officer or agent of the Corporation having custody of the book in which proceedings of meetings of stockholders are recorded. Delivery made to the Corporation's registered office shall be by hand or by certified or registered mail, return receipt requested.

3. Directors

3.1 Board of Directors.

The business and affairs of the Corporation shall be managed by or under the direction of its Board of Directors, which may exercise all such powers of the Corporation and do all such lawful acts and things, except as provided in the Certificate of Incorporation.

3.2 Number; Election and Tenure.

The number of directors which shall constitute the whole Board shall be not less than three (3) nor more than nine (9). The first Board shall consist of five (5) directors. Thereafter, within the limits above specified, the number of directors shall be determined by resolution of the Board of Directors or by the stockholders at the annual meeting. The directors shall be elected at the annual meeting of the stockholders, except as provided in Section 3 of this Article, and each director elected shall hold office until his successor is elected and qualified or until his earlier resignation or removal. Any director may resign at any time upon written notice to the Corporation. Directors need not be stockholders.

3.3 Vacancies.

Vacancies in the Board of Directors and newly created directorships resulting from any increase in the authorized number of directors may be filled by a majority of the directors then in office, although less than quorum, or by a sole remaining director, and the directors so chosen shall hold office until the next annual election and until their successors are duly elected and shall qualify, or until his earlier resignation or removal. If at any time, by reason of death or resignation or other cause, the Corporation should have no directors in office, then any officer or any stockholder or an executor, administrator, trustee or guardian of a stockholder, or other fiduciary entrusted with like responsibility for the person or estate of a stockholder, may call a special meeting of stockholders in accordance with the provisions of the

Certificate of Incorporation or the By-laws or may apply to the Court of Chancery for a decree summarily ordering an election as provided by statute.

If, at the time of filling any vacancy or any newly created directorship, the directors then in office shall constitute less than a majority of the whole Board (as constituted immediately prior to any such increase), the Court of Chancery may, upon application of any stockholder or stockholders holding at least ten percent of the total number of the shares at the time outstanding having the right to vote for such directors, summarily order an election to be held to fill any such vacancies or newly created directorships, or to replace the directors chosen by the directors then in office.

3.4 Meetings.

The Board of Directors of the Corporation may hold its meetings, and have an office or offices, within or without the State of Delaware.

3.5 First Meeting.

The first meeting of each newly elected Board of Directors shall be held at such time and place as shall be fixed by the vote of the stockholders at the annual meeting and no notice of such meeting shall be necessary to the newly elected directors in order legally to constitute the meeting, provided a quorum shall be present. In the event of the failure of the stockholders to fix the time or place of such first meeting of the newly elected Board of Directors, or in the event such meeting is not held at the time and place so fixed by the stockholders, the meeting may be held at such time and place as shall be specified in a notice given as hereinafter provided for special meetings of the Board of Directors, or as shall be specified in a written waiver signed by all of the directors.

3.6 Notice.

Regular meetings of the Board of Directors may be held without notice at such time and at such place as shall from time to time be determined by the Board. A special meeting of the Board may be called by the President or any Vice President and a special meeting shall be called by the President on the written request of two directors. Notice of each special meeting of the Board of Directors, specifying the place, day and hour of the meeting, shall be given in the manner prescribed in Article IV of these By-Laws and in this Section 6, either personally or by mail, by courier, telex or telegram to each director, at the address or the telex number supplied by the director to the Corporation for the purpose of notice, at least 48 hours before the time set for the meeting. Neither the business to be transacted at, nor the purpose of any meeting of the Board, need be specified in the notice of the meeting.

3.7 Quorum and Voting.

Except as may be otherwise specifically provided by statute or by the Certificate of Incorporation, a majority of the total number of directors shall constitute a quorum for the transaction of business. The vote of the majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors.

Members of the Board or members of any committee designated by the Board may participate in meetings of the Board or of such committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in such meeting shall constitute presence in person at such meeting.

3.8 Consents.

Unless otherwise restricted by the Certificate of Incorporation, any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting if all members of the Board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board or committee.

3.9 Committees.

The Board of Directors may, by resolution passed by a majority of the whole Board, designate one or more committees, each committee to consist of one or more directors of the Corporation. The Board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. Any such committee, to the extent provided in the resolution, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it; but no such committee shall have the power or authority in reference to amending the Certificate of Incorporation, adopting an agreement of merger or consolidation, recommending to the stockholders the sale, lease or exchange of all or substantially all of the Corporation's property and assets, recommending to the stockholders a dissolution of the Corporation or a revocation of a dissolution, or amending the By-laws of the Corporation; and, unless the resolution, By-laws or Certificate of Incorporation provides, no such committee shall have the power or authority to declare a dividend or to authorize the issuance of stock. In the absence or disqualification of any member of such committee or committees, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board of Directors.

3.10 Committee Minutes.

Each committee shall keep regular minutes of its meetings and report the same to the Board of Directors when required.

3.11 Compensation of Directors.

The directors as such, and as members of any standing or special committee, may receive such compensation for their services as may be fixed from time to time by resolution of the Board. Nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.

The directors may be paid their expenses, if any, for attendance at each meeting of the Board of Directors and may be paid a fixed sum for attendance at each meeting of the Board of Directors or a stated salary as director. Members of special or standing committees may be allowed like compensation for attending committee meetings.

3.12 Removal of Directors.

Any director or the entire Board of Directors may be removed, with or without cause, by the holders of a majority of the shares then entitled to vote at an election of directors.

4. Notices

4.1 Form of Notice.

Whenever, under the provisions of the Delaware General Corporation Law or of the Certificate of Incorporation or of these By-laws, notice is required to be given to any director or stockholder, it shall not be construed to mean personal notice, but such notice may be given in writing, by first class or express mail, addressed to such director or stockholder, at his address as it appears on the records of the Corporation, with postage thereon prepaid, and such notice shall be deemed to be given at the time when the same shall be deposited in the United States mail, except that, in the case of directors, notice sent by first class mail shall be deemed to have been given forty-eight hours after being deposited in the United States mail. Whenever, under these By-laws, notice may be given by telegraph, courier or telex, notice shall be deemed to have been given when deposited with a telegraph office or courier service for delivery or, in the case of telex, when dispatched.

4.2 Waiver of Notice.

Whenever notice is required to be given under any provisions of the Delaware General Corporation Law or the Certificate of Incorporation or these By-laws, a written waiver, signed by the person or persons entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a person at a meeting shall constitute a

waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the stockholders, directors, or members of a committee of directors need be specified in any written waiver of notice unless so required by the Certificate of Incorporation or the By-laws.

5. Officers

5.1 Selection of Officers.

The officers of the Corporation shall be chosen by the directors and shall consist of a president and secretary. The Board of Directors may also choose a treasurer, one or more vice presidents, and one or more assistant secretaries. Any number of offices may be held by the same person, unless the Certificate of Incorporation or these By-laws otherwise provide. A failure to elect officers shall not dissolve or otherwise affect the Corporation.

5.2 Term of Office, Removal and Vacancies.

Each officer of the Corporation shall hold his office until his successor is elected and qualifies or until his earlier resignation or removal. Any officer may resign at any time upon written notice to the Corporation. Any officer elected or appointed by the Board of Directors may be removed at any time by the affirmative vote of a majority of the Board of Directors. Any vacancy occurring by death, resignation, removal or otherwise, in any office of the Corporation, shall be filled by the Board of Directors.

5.3 Compensation.

The salaries of the officers of the Corporation may be fixed by the Board of Directors.

5.4 Bond.

The Corporation may secure the fidelity of any or all of its officers or agents by bond or otherwise.

5.5 The President.

The President shall be the chief executive officer of the Corporation, shall preside at all meetings of the stockholders and the Board of Directors, shall have general and active management of the business of the Corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect. He shall have the power to appoint and remove such subordinate officers and agents other than those actually appointed or elected by the Board of Directors as the business of the Corporation may require.

5.6 Vice President.

Each Vice President, if any, shall perform such duties as shall be assigned to him by the Board of Directors or President, and, in the absence or disability of the President, the most senior in rank of the Vice Presidents shall perform the duties of the President.

5.7 Secretary.

The Secretary shall attend all meetings of the Board of Directors and all meetings of the stockholders and record all the proceedings of the meetings of the Board of Directors and the stockholders in a book to be kept for that purpose and shall perform like duties for the standing committees when required. He shall give, or cause to be given, notice of all meetings of the stockholders and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President. He shall be the custodian of the seal of the Corporation and he, or an assistant secretary, shall have authority to affix the same to any instrument requiring it, and when so affixed, it may be attested by his signature or by the signature of such assistant secretary. The Board of Directors may give general authority to any other officer to affix the seal of the Corporation and to attest the affixing by his signature.

5.8 Assistant Secretary.

The Assistant Secretary, if any, or assistant secretaries, if more than one, shall perform the duties of the secretary in his or her absence and shall perform such other duties as the Board of Directors, the President or the Secretary may from time to time designate.

5.9 Treasurer.

The Treasurer shall have custody of the corporate funds and securities and shall keep, or cause to be kept, full and accurate amounts of receipts and disbursements in books kept for that purpose. He shall deposit all monies, and other valuable effects, in the name and to the credit of the Corporation, in such depository as the Board of Directors shall designate. As directed by the Board of Directors or the President, he shall disburse monies of the Corporation, taking proper vouchers for such disbursements and shall render to the President and directors an account of all his transactions as Treasurer and of the financial condition of the Corporation. In addition, he shall perform all the usual duties incident to the office of Treasurer.

6. Certificates of Stock and Transfers

6.1 Certificates of Stock; Uncertificated Shares.

The shares of the Corporation shall be represented by certificates, provided that the Board of Directors may provide by resolution or resolutions that some or all of any or all classes or series of its stock shall be uncertificated shares. Any such resolution shall not apply to shares represented by a certificate until such certificate is surrendered to the corporation.

Notwithstanding the adoption of such a resolution by the Board of Directors, every holder of stock represented by certificates and upon request every holder of uncertificated shares shall be entitled to have a certificate signed by, or in the name of the Corporation by, the President or any Vice President, and countersigned by the Secretary or any Assistant Secretary or the Treasurer, representing the number of shares registered in certificate form. Any or all the signatures on the certificate may be a facsimile. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent or registrar before such certificate is issued, it may be issued by the Corporation with the same effect as if he were such officer, transfer agent or registrar at the date of issue.

6.2 Lost, Stolen or Destroyed Stock Certificates; Issuance of New Certificate or Uncertificated Shares.

The Board of Directors may issue a new certificate of stock or uncertificated shares in place of any certificate therefore issued by it, alleged to have been lost, stolen or destroyed, and the Corporation may require the owner of the lost, stolen or destroyed certificate, or his legal representative to give the Corporation a bond sufficient to indemnify it against any claim that may be made against it on account of the alleged loss, theft or destruction of any such certificate or the issuance of such new certificate or uncertificated shares.

6.3 Record Date.

In order that the Corporation may determine the stockholders entitled to notice of, or to vote at, any meeting of stockholders or at any adjournment thereof in respect of which a new record date is not fixed, or to consent to corporate action without a meeting, or entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights in respect of any change, conversion or exchange of stock, or for the purpose of any other lawful action, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board of Directors and which date shall not be more than sixty (60) nor less than ten (10) days before the date of any such meeting, nor more than ten (10) days after the date on which the date fixing the record date for the consent of stockholders without a meeting is adopted by the Board of Directors, nor more than sixty (60) days prior to any other such action. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting.

6.4 Registered Stockholders.

The Corporation shall be entitled to recognize the exclusive right of a person registered on its books as of any record date fixed or determined pursuant to Section 3 of this Article as the owner of shares to receive dividends, and to vote as such owner, and to hold liable for calls and assessments a person registered on its books as the owner of shares, and shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part

of any other person, regardless of whether it shall have express or other notice thereof, except as otherwise provided by the laws of the State of Delaware.

7. General Provisions

7.1 Dividends.

Dividends upon the capital stock of the Corporation, subject to the provisions of the Certificate of Incorporation, if any, may be declared by the Board of Directors at any regular or special meeting, pursuant to law. Dividends may be paid in cash, in property, or in shares of the Corporation's capital stock, subject to the provisions of the Certificate of Incorporation.

7.2 Liability of Directors as to Dividends or Stock Redemption.

A member of the board of directors, or a member of any committee designated by the board of directors, shall be fully protected in relying in good faith upon the records of the Corporation and upon such information, opinions, reports or statements presented to the Corporation by any of its officers or employees, or committees of the Board of Directors, or by any other person as to matters the director reasonably believes are within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of the Corporation, as to the value and amount of the assets, liabilities and/or net profits of the Corporation, or any other facts pertinent to the existence and amount of surplus or other funds from which dividends might properly be declared and paid, or with which the Corporation's stock might properly be purchased or redeemed.

7.3 Reserve for Dividends.

Before declaring any dividend, there may be set aside out of any funds of the Corporation available for dividends such sum or sums as the directors from time to time, in their absolute discretion, think proper as a reserve or reserves to meet contingencies, or for equalizing dividends, or for repairing or maintaining any property of the Corporation, or for such other purpose as the directors shall think conducive to the interest of the Corporation, and the directors may modify or abolish any such reserve in the manner in which it was created.

7.4 Annual Statement.

The Board of Directors shall present at each annual meeting, and at any special meeting of the stockholders when called for by vote of the stockholders, a full and clear statement of the business and condition of the Corporation.

7.5 Signing Checks, Notes, etc.

All checks or other orders for the payment of money and all notes or other instruments evidencing indebtedness of the Corporation shall be signed on its behalf by such

officer or officers or such other person or persons as the Board of Directors may from time to time designate, or, if not so designated, by the President or any Vice President of the Company.

7.6 Fiscal Year.

The fiscal year of the Corporation shall end on December 31 of each year or as otherwise determined by resolution of the Board of Directors.

7.7 Seal.

The corporate seal shall have inscribed thereon the name of the Corporation, the year of its organization and the words "Corporate Seal, Delaware". The seal may be used by causing it or a facsimile thereof to be impressed or affixed or otherwise reproduced.

7.8 Voting of Securities of Other Corporations.

In the event that the Corporation shall, at any time or from time to time, own and have power to vote any securities (including but not limited to shares of stock or partnership interests) of any other issuer, they shall be voted by such person or persons, to such extent and in such manner, as may be determined by the Board of Directors or, if not so determined, by any duly elected officer of the Corporation.

8. Indemnification

8.1 Indemnification.

Except as otherwise provided below, each person who was or is made a party or is threatened to be made a party to or is involved in any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding") and whether or not by or in the right of the Corporation or otherwise, by reason of the fact that he or she, or a person of whom he or she is the heir, executor or administrator, is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as director or officer or trustee of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director or officer or trustee, or in any other capacity while serving as a director or officer or trustee, shall be indemnified and held harmless by the Corporation to the fullest extent permitted by law, as the same exist or may hereinafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than are permitted the corporation to provide prior to such amendment), against all reasonable expenses, including attorneys' fees, and any liability and loss, including judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement, incurred or paid by such person in connection therewith, and such indemnification shall continue as to a person who has ceased to be a director or officer or trustee; provided, however, that except as provided in paragraph (b)

hereof, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. The right to indemnification conferred in this section shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of the final disposition thereof; provided, however, that to the extent required by the law, the payment of such expenses incurred by an officer or director in advance of the final disposition of a proceeding shall be made only upon receipt of an undertaking, by or on behalf of such person, to repay all amounts so advanced if it shall ultimately be determined that he or she is not entitled to be indemnified under this section or otherwise. The right to indemnification and advancement of expenses provided herein shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such person.

8.2 Right to Claimant to Bring Suit.

If a claim under Section 1 of this Article is not paid in full by the Corporation within thirty (30) days after a written claim has been received by the Corporation, the claimant may, at any time thereafter, bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim.

8.3 Non-Exclusivity of Rights.

The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of a final disposition conferred in this Article VIII shall not be exclusive of any other rights to which those seeking indemnification or advancement of expenses hereunder may be entitled under any bylaw, agreement, vote of stockholders or directors or otherwise, both as to action in his official capacity and as to action in any other capacity while holding that office.

8.4 Funding.

The Corporation may create a fund of any nature, which may, but need not be, under the control of a trustee, or otherwise secure or insure in any manner its indemnification obligations, whether arising under or pursuant to this bylaw or otherwise.

9. Amendments

These By-laws may be altered, amended or repealed, and new By-laws may be adopted, by the stockholders, or by the Board of Directors when such power is conferred upon the Board of Directors by the Certificate of Incorporation.

Dated: July 29, 1999

Exhibit C: Attachment 2

Certificate of Good Standing

The State of South Carolina



Office of Secretary of State Mark Hammond

Certificate of Authorization

I, Mark Hammond, Secretary of State of South Carolina Hereby certify that:

TELCOVE OPERATIONS, INC.,
a corporation duly organized under the laws of the state of DELAWARE and
issued a certificate of authority to transact business in South Carolina on
December 11th, 2000, has on the date hereof filed all reports due this office,
paid all fees, taxes and penalties owed to the Secretary of State, that the
Secretary of State has not mailed notice to the Corporation that its authority to
transact business in South Carolina is subject to being revoked pursuant to
Section 33-15-310 of the 1976 South Carolina Code, and no application for
surrender of authority to do business in South Carolina has been filed in this
office as of the date hereof.

Given under my Hand and the Great
Seal of the State of South Carolina this
20th day of November, 2006.


Mark Hammond, Secretary of State

Note: This certificate does not contain any representation concerning fees or taxes owed by the Corporation to the South Carolina Tax Commission or whether the Corporation has filed the annual reports with the Tax Commission. It is important to know whether the Corporation has paid all taxes due to the State of South Carolina, and has filed the annual reports, a certificate of compliance must be obtained from the Tax Commission.

Exhibit C: Attachment 3

Management Biographies

Robert E. Guth
Chairman, President, and Chief Executive Officer

Mr. Guth joined TelCove in 1996 as General Manager for the company's Central Pennsylvania region; he was promoted to Vice President of Business Operations in 2000 and was responsible for the company's sales, operations and customer care-organizations. In 2002, Mr. Guth was appointed to the position of President and Chief Executive Officer. TelCove successfully emerged from Chapter 11 in April 2004, and in the same month, Mr. Guth was elected Chairman of the Board.

Prior to joining TelCove, Mr. Guth worked for AT&T Corporation in a number of sales, technical, and management positions with a concentrated focus in the government and higher education sectors.

In addition to his responsibilities for TelCove, Mr. Guth is also President of Business Markets for Level 3, and is responsible for leading all customer-facing elements including the sales, product, offer management and customer-care organizations.

Mr. Guth received his Bachelor of Science degree in Electrical Engineering from Lehigh University.

Edward E. Babcock, Jr., CPA
Director, Vice-President, and Chief Financial Officer

Mr. Babcock has served as Chief Financial Officer of TelCove since June 2002. He is responsible for all of the Company's finance and administrative functions. Prior to then, Mr. Babcock was Vice President of Finance, a position he occupied since joining the Company in 1996.

Mr. Babcock has over 20 years of financial management experience, serving in various senior financial management roles with other organizations, primarily Deloitte & Touche in Pittsburgh, Pennsylvania.

A 1984 graduate of The Pennsylvania State University, Mr. Babcock is a Certified Public Accountant accredited in Pennsylvania and is a member of the American and Pennsylvania Institutes of Certified Public Accountants.

James E. Means
Vice President, General Counsel, and Secretary

Mr. Means has served as Vice President and General Counsel of TelCove since June of 2005. Mr. Means directs all of the Company's legal and regulatory matters. Mr. Means has been with the organization since 1998. At TelCove, he has served in roles as both an operational/regulatory attorney, as well as a corporate attorney, and has been a key participant in TelCove's successful acquisition and integration of select markets and assets from other telecom entities.

With extensive experience in local exchange carrier relations, federal, state and local regulatory matters, M&A transactions, as well as general and telecom-specific contract development, Mr. Means has also practiced as an associate with Rothman, Gordon, Foreman & Groudine, P.C., specializing in telecommunications law. Additionally, he has held several other in-house positions in the telecommunications industry.

Mr. Means received his Juris Doctorate from Duquesne University and holds a Bachelor of Arts degree in Political Science from Gannon University.

Exhibit C: Attachment 4

Financial Information

LEVEL 3 COMMUNICATIONS, INC. AND SUBSIDIARIES

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

Reports of Independent Registered Public Accounting Firm

Financial Statements as of December 31, 2005 and 2004 and for each of the three years ended December 31, 2005:

Consolidated Statements of Operations

Consolidated Balance Sheets

Consolidated Statements of Cash Flows

Consolidated Statements of Changes in Stockholders' Equity (Deficit)

Consolidated Statements of Comprehensive Loss

Notes to Consolidated Financial Statements

Schedules not indicated above have been omitted because of the absence of the conditions under which they are required or because the information called for is shown in the consolidated financial statements or in the notes thereto.

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Stockholders and Board of Directors
Level 3 Communications, Inc.:

We have audited the consolidated balance sheets of Level 3 Communications, Inc. (a Delaware corporation) and subsidiaries as of December 31, 2005 and 2004, and the related consolidated statements of operations, cash flows, changes in stockholders' equity (deficit) and comprehensive loss for each of the years in the three-year period ended December 31, 2005. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Level 3 Communications, Inc. and subsidiaries as of December 31, 2005 and 2004, and the results of their operations and their cash flows for each of the years in the three-year period ended December 31, 2005, in conformity with U.S. generally accepted accounting principles.

As discussed in note 1 to the consolidated financial statements, Level 3 Communications, Inc. and subsidiaries adopted the provisions of Statement of Financial Accounting Standards No. 143, "Accounting for Asset Retirement Obligations," effective January 1, 2003.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the effectiveness of Level 3 Communications, Inc.'s internal control over financial reporting as of December 31, 2005, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and our report dated March 1, 2006 expressed an unqualified opinion on management's assessment of, and the effective operation of, internal control over financial reporting.

/s/ KPMG LLP

Denver, Colorado
March 1, 2006

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Stockholders and Board of Directors
Level 3 Communications, Inc.:

We have audited management's assessment, included in the accompanying Management's Report on Internal Control Over Financial Reporting that Level 3 Communications, Inc. maintained effective internal control over financial reporting as of December 31, 2005, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Level 3 Communications, Inc.'s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting. Our responsibility is to express an opinion on management's assessment and an opinion on the effectiveness of the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, evaluating management's assessment, testing and evaluating the design and operating effectiveness of internal control, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, management's assessment that Level 3 Communications, Inc. maintained effective internal control over financial reporting as of December 31, 2005, is fairly stated, in all material respects, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Also, in our opinion, Level 3 Communications, Inc. maintained, in all material respects, effective internal control over financial reporting as of December 31, 2005, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Level 3 Communications, Inc. and subsidiaries as of December 31, 2005 and 2004, and the related consolidated statements of operations, cash flows, changes in stockholders' equity (deficit) and comprehensive loss for each of the years in the three-year period ended December 31, 2005, and our report dated March 1, 2006 expressed an unqualified opinion on those consolidated financial statements.

/s/ KPMG LLP

Denver, Colorado
March 1, 2006

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LEVEL 3 COMMUNICATIONS, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS

For each of the three years ended December 31, 2005

	2005	2004	2003
	(dollars in millions, except per share data)		
Revenue:			
Communications	\$ 1,645	\$ 1,685	\$ 1,947
Information services	1,894	1,861	1,920
Coal mining	74	91	80
Total revenue	3,613	3,637	3,947
Costs and Expenses (exclusive of depreciation and amortization shown separately below):			
Cost of revenue:			
Communications	463	436	370
Information services	1,717	1,705	1,778
Coal mining	53	67	58
Total cost of revenue	2,233	2,208	2,206
Depreciation and amortization	657	682	813
Selling, general and administrative	912	947	1,027
Restructuring and impairment charges	23	16	40
Total costs and expenses	3,825	3,853	4,086
Operating Loss	(212)	(216)	(139)
Other Income (Expense):			
Interest income	35	13	18
Interest expense	(530)	(485)	(567)
Gains on early extinguishment of debt	—	197	41
Other, net	28	39	(107)
Total other income (expense)	(467)	(236)	(615)
Loss from Continuing Operations Before Income Taxes and Change in Accounting Principle	(679)	(452)	(754)
Income Tax Benefit (Expense)	(8)	(6)	50
Loss from Continuing Operations	(687)	(458)	(704)
Income (Loss) from Discontinued Operations	49	—	(12)
Net Loss Before Change in Accounting Principle	(638)	(458)	(716)
Cumulative Effect of Change in Accounting Principle	—	—	5
Net Loss	\$ (638)	\$ (458)	\$ (711)
Earnings (Loss) Per Share of Common Stock (Basic and Diluted):			
Loss from Continuing Operations	\$ (0.98)	\$ (0.67)	\$ (1.25)
Income (Loss) from Discontinued Operations	0.07	—	(0.02)
Cumulative Effect of Change in Accounting Principle	—	—	0.01

Net Loss	(0.91)	(0.67)	(1.26)
	<u> </u>	<u> </u>	<u> </u>

See accompanying notes to consolidated financial statements.

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LEVEL 3 COMMUNICATIONS, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

December 31, 2005 and 2004

	2005	2004
	(dollars in millions, except per share data)	
<i>Assets</i>		
Current Assets:		
Cash and cash equivalents	\$ 452	\$ 443
Marketable securities	176	225
Restricted cash and securities	33	48
Receivables, less allowances for doubtful accounts of \$23 and \$23, respectively	830	541
Other	186	145
Total Current Assets	1,677	1,402
Property, Plant and Equipment, net	5,638	5,375
Marketable Securities	234	114
Restricted Cash and Securities	72	67
Goodwill and Intangibles, net	533	457
Other Assets, net	123	129
	<u>\$ 8,277</u>	<u>\$ 7,544</u>
<i>Liabilities and Stockholders' Deficit</i>		
Current Liabilities:		
Accounts payable	\$ 794	\$ 600
Current portion of long-term debt	—	143
Accrued payroll and employee benefits	96	78
Accrued interest	102	73
Deferred revenue	266	253
Other	177	155
Total Current Liabilities	1,435	1,302
Long-Term Debt, less current portion	6,023	5,067
Deferred Revenue	748	840
Other Liabilities	547	492
Commitments and Contingencies		
Stockholders' Deficit:		
Preferred stock, \$.01 par value, authorized 10,000,000 shares: no shares outstanding	—	—
Common stock, \$.01 par value, authorized 1,500,000,000 shares: 817,767,818 outstanding in 2005 and 686,496,721 outstanding in 2004	8	7
Additional paid-in capital	7,759	7,371
Accumulated other comprehensive income (loss)	(51)	19
Accumulated deficit	(8,192)	(7,554)
Total Stockholders' Deficit	(476)	(157)
	<u>\$ 8,277</u>	<u>\$ 7,544</u>

See accompanying notes to consolidated financial statements.

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LEVEL 3 COMMUNICATIONS, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

For each of the three years ended December 31, 2005

	2005	2004	2003
	(dollars in millions)		
Cash Flows from Operating Activities:			
Net Loss	\$ (638)	\$ (458)	\$ (711)
(Income) loss from discontinued operations	(49)	—	12
Cumulative effect of change in accounting principle	—	—	(5)
Loss from continuing operations	(687)	(458)	(704)
Adjustments to reconcile loss from continuing operations to net cash provided by (used in) continuing operations:			
Equity earnings	—	—	(3)
Depreciation and amortization	657	682	813
Induced conversion expense on convertible debt	—	—	200
Gain on debt extinguishments	—	(197)	(41)
Loss on impairments and asset sales	9	—	—
Gain on sale of property, plant and equipment, Commonwealth Telephone shares and other assets	(9)	(39)	(74)
Non-cash compensation expense attributable to stock awards	55	44	82
Deferred revenue	(109)	(67)	(267)
Deferred income taxes	—	—	(57)
Amortization of debt issuance costs	16	16	42
Accreted interest on discount debt	33	75	106
Accrued interest on long-term debt	30	(27)	25
Change in working capital items net of amounts acquired:			
Receivables	(41)	26	(28)
Other current assets	(36)	8	48
Payables	11	(28)	(56)
Other liabilities	(26)	(107)	(48)
Other	(23)	(5)	(11)
Net Cash Provided by (Used in) Continuing Operations	(120)	(77)	27
Cash Flows from Investing Activities:			
Proceeds from sales and maturities of marketable securities	584	70	—
Purchases of marketable securities	(648)	(410)	—
Decrease (increase) in restricted cash and securities	(4)	21	9
Capital expenditures	(305)	(273)	(153)
Investments	(10)	—	(2)
WiTel acquisition, net of cash acquired of \$128	(369)	—	—
Sprint acquisition, excluding pre-assignment or assumption income	—	(34)	—
ICG acquisition	—	(35)	—
Genuity acquisition	—	—	(109)
Proceeds from sale of Commonwealth shares	—	41	—
Proceeds from sale of toll road operations	—	—	46
Proceeds from sale of property, plant and equipment, and other investments	11	29	57
Net Cash Used in Investing Activities	\$ (741)	\$ (591)	\$ (152)

(continued)

See accompanying notes to consolidated financial statements.

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LEVEL 3 COMMUNICATIONS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS—(Continued)

For each of the three years ended December 31, 2005

	2005	2004	2003
	(dollars in millions)		
Cash Flows from Financing Activities:			
Long-term debt borrowings, net of issuance costs	\$ 943	\$ 985	\$ 848
Payments and repurchases of long-term debt, including current portion	(130)	(1,027)	(772)
Stock options exercised	—	—	3
Net Cash Provided by (Used in) Financing Activities	813	(42)	79
Discontinued Operations (Revised—See Note 1):			
Net Cash Provided by (Used in) Discontinued Operating Activities	(3)	13	14
Net Cash Provided by (Used in) Investing Activities	78	(6)	11
Net Cash Provided by (Used in) Financing Activities	(1)	(1)	—
Net Cash Provided by Discontinued Operations	74	6	25
Effect of Exchange Rates on Cash and Cash Equivalents	(17)	18	8
Net Change in Cash and Cash Equivalents	9	(686)	(13)
Cash and Cash Equivalents at Beginning of Year	443	1,129	1,142
Cash and Cash Equivalents at End of Year	\$ 452	\$ 443	\$ 1,129
Supplemental Disclosure of Cash Flow Information:			
Cash interest paid	\$ 451	\$ 421	\$ 394
Income taxes paid	1	13	—
Noncash Investing and Financing Activities:			
Common stock issued in exchange for long term debt	\$ —	\$ —	\$ 953
Long-term debt principal retired by issuing common stock	—	—	1,007
Accrued interest paid with common stock	—	—	10
Common stock issued for acquisitions	313	—	29
Long-term debt extinguished due to sale of toll road operations.	—	—	139
Settlement of debt obligation and current liabilities with restricted securities	13	—	410
Capital leases assumed in Genuity transaction	—	—	309
Decrease in deferred revenue related to acquisitions	2	—	76
Warrants cancelled in exchange for construction services	—	—	(2)

See accompanying notes to consolidated financial statements.

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LEVEL 3 COMMUNICATIONS, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY (DEFICIT)

For each of the three years ended December 31, 2005

	Common Stock	Additional Paid-in Capital	Accumulated Other Comprehensive Income (Loss)	Accumulated Deficit	Total
	(dollars in millions)				
Balances at December 31, 2002	\$ 4	\$ 6,273	\$ (132)	\$ (6,385)	\$ (240)
Common Stock:					
Issued to extinguish long-term debt	3	950	—	—	953
Stock options exercised	—	3	—	—	3
Stock plan grants	—	57	—	—	57
Shareworks plan	—	36	—	—	36
401(k) plan	—	14	—	—	14
Warrants cancelled	—	(2)	—	—	(2)
Telverse acquisition	—	29	—	—	29
Net Loss	—	—	—	(711)	(711)
Other Comprehensive Income	—	—	42	—	42
Balances at December 31, 2003	7	7,360	(90)	(7,096)	181
Common Stock:					
Stock plan grants	—	22	—	—	22
Shareworks plan	—	34	—	—	34
401(k) plan	—	17	—	—	17
Convertible Note Hedge and Warrant (See Note 14)	—	(62)	—	—	(62)
Net Loss	—	—	—	(458)	(458)
Other Comprehensive Income	—	—	109	—	109
Balances at December 31, 2004	7	7,371	19	(7,554)	(157)
Common Stock:					
WilTel acquisition	1	312	—	—	313
Stock plan grants	—	37	—	—	37
Shareworks plan	—	24	—	—	24
401(k) plan	—	15	—	—	15
Net Loss	—	—	—	(638)	(638)
Other Comprehensive Loss	—	—	(70)	—	(70)
Balances at December 31, 2005	\$ 8	\$ 7,759	\$ (51)	\$ (8,192)	\$ (476)

See accompanying notes to consolidated financial statements.

LEVEL 3 COMMUNICATIONS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS

For each of the three years ended December 31, 2005

	2005	2004	2003
	(dollars in millions)		
Net Loss	\$ (638)	\$ (458)	\$ (711)
Other Comprehensive Income (Loss) Before Tax:			
Foreign currency translation adjustments	(72)	29	31
Unrealized holding gains (losses) on marketable equity securities and other arising during period.	(1)	(2)	14
Reclassification adjustment for (gains) losses included in net loss	3	82	(3)
Other Comprehensive Income (Loss), Before Tax	(70)	109	42
Income Tax Benefit Related to Items of Other Comprehensive Income (Loss)	—	—	—
Other Comprehensive Income (Loss), Net of Taxes	(70)	109	42
Comprehensive Loss	\$ (708)	\$ (349)	\$ (669)

SUPPLEMENTARY STOCKHOLDERS' DEFICIT INFORMATION

	Net Foreign Currency Translation Adjustment	Other	Total
	(dollars in millions)		
Accumulated other comprehensive income (loss):			
Balance at January 1, 2003	\$ (113)	\$ (19)	\$ (132)
Change	29	13	42
Balance at December 31, 2003	(84)	(6)	(90)
Change	134	(25)	109
Balance at December 31, 2004	50	(31)	19
Change	(69)	(1)	(70)
Balance at December 31, 2005	\$ (19)	\$ (32)	\$ (51)

See accompanying notes to consolidated financial statements.

Exhibit C: Attachment 5

Pre-Filed Testimony

**BEFORE THE
SOUTH CAROLINA PUBLIC SERVICE COMMISSION**

Joint Application of)
)
)

TelCove Operations, LLC)
)

and)

TelCove of South Carolina, Inc.)
)

For Grant of the Authority to Complete a)
Pro Forma Reorganization and Assignment of)
Assets and Customers)
_____)

Docket No. _____

PREFILED TESTIMONY OF WILLIAM P. HUNT, III

I, William P Hunt, III, do hereby testify as follows in support of the application of TelCove Operations, LLC ("TelCove-Operations") and TelCove of South Carolina, Inc. ("TelCove-SC," together with TelCove-Operations, "Applicants"), for authority to complete a *pro forma* reorganization and assignment of assets and customers.

Q. Please state your full name, business address, and position.

A. My name is William P. Hunt, III. My business address is 1025 Eldorado Boulevard, Broomfield, Colorado 80021. I am Vice President, Public Policy for Level 3 Communications, Inc. ("Level 3"), the ultimate parent company of the Applicants.

Q. Please describe your professional experience and educational background.

A. As Vice President for Public Policy with Level 3, I am responsible for regulatory matters in North America and Europe. Prior to joining Level 3 in February 1999, I was with MCI Communications Corporation in Washington, D.C. I joined MCI in 1994 and joined the state

regulatory group in Denver in March 1996. I have a juris doctor from Western New England College School of Law and a Bachelor's of Journalism degree from the University of Missouri.

Q. What is the purpose of your testimony in this proceeding?

A. The purpose of my testimony is to support the Application of TelCove-Operations and TelCove-SC for authority to complete a *pro forma* reorganization. My testimony specifically relates to TelCove-Operations' managerial, financial, and technical competence to provide the telecommunications services for which authority is requested, and its compliance with the Commission's rules and policies.

Q. Please describe the proposed reorganization.

A. Applicants seek to complete a *pro forma* reorganization whereby TelCove-SC's South Carolina operations, including the Company's assets, authorizations and customers in South Carolina, will be transferred, on a *pro forma* basis, to TelCove-Operations. After the completion of the proposed reorganization, TelCove-Operations will become the TelCove entity authorized to provide service in South Carolina. The proposed reorganization will not affect the services that TelCove-SC's customers receive and immediately following the transaction existing customers will continue to receive service under the TelCove brand name. TelCove-Operations will have access to the same technical, managerial and financial resources that TelCove-SC has in connection with the services that it provides in South Carolina.

Q. Please describe the authority that Applicants seek from the Commission.

A. Applicants seek approval to allow TelCove-SC to transfer its assets, authority and customers, on a *pro forma* basis, to TelCove-Operations. In connection with the transfer of those operations, TelCove-Operations will become the TelCove operating entity authorized to provide service in South Carolina. To the extent the Commission determines that TelCove-SC's

authorization cannot be transferred to TelCove-Operations, Applicants respectfully request that the Commission permit TelCove-SC to relinquish its authorization effective upon the date of consummation of the proposed reorganization and simultaneously issue TelCove-Operations authority that is identical to that held by TelCove-SC.

Q. Please describe Applicants' corporate structure.

A. Currently, TelCove-SC is a direct, wholly owned subsidiary of TelCove-Operations. As a result, the proposed reorganization involves the consolidation of TelCove's South Carolina operating company with its immediate corporate parent. Applicants are both indirect wholly owned subsidiaries of Level 3 Communications, Inc., a publicly traded Delaware corporation. The proposed transactions will not affect the ultimate ownership of Applicants.

Q. Does TelCove-Operations possess the requisite managerial, financial, and technical abilities to provide the services for which it has applied for authority?

A. Yes.

Q. Please describe TelCove-Operations' managerial and technical qualifications.

A. TelCove-Operations' management team possesses substantial communications experience. Currently, TelCove-Operations has regulated operations in seventeen states, not including South Carolina. Furthermore, as TelCove-Operations is the direct corporate parent of TelCove-SC, TelCove-Operations' management team currently already oversees and is closely familiar with TelCove-SC's operations. As a result, the TelCove-Operations' management team is particularly well qualified to oversee TelCove-SC's on-going South Carolina operations. Management biographies for TelCove-Operations have been submitted with the Application.

Q. Please describe TelCove-Operations' financial qualifications.

A. As explained in its Application, the proposed reorganization will not affect the financial resources of the TelCove-SC or TelCove-Operations. Both entities will remain wholly owned

indirect subsidiaries of Level 3 Communications, Inc., a publicly traded Delaware corporation. Financial information for Level 3 Communications, Inc. is provided in the Application.

Q. Please describe the types of services that TelCove-Operations will offer in South Carolina.

A. TelCove-Operations seeks authority which is identical to that currently held by TelCove-SC. TelCove-Operations will initially provide services identical to those now provided by TelCove-SC but may expand its service in accordance with market conditions. TelCove-Operations will continue to closely monitor and maintain a high level of control over its network on a 24-hours-a-day, 7-days-a-week basis to ensure that its services are safe, reliable, and of high-quality.

Q. What geographic areas will TelCove-Operations serve?

A. TelCove-Operations seeks authority to provide service throughout South Carolina.

Q. Please provide the name, address and telephone number of the person that will serve as TelCove-Operation's contact for customer complaint resolution.

A. Karen Hyde, 121 Champion Way, Canonsburg, Pennsylvania 15317, (742) 743-9888.

Q. If authorized to operate in South Carolina, will TelCove-Operations abide by the Commission's rules and regulations and the laws of the State of South Carolina, as now adopted or that may be adopted in the future, in its provision of competitive intrastate telecommunications services?

A. Yes.

Q. How will TelCove-Operations guard against slamming?

A. Currently, TelCove-Operations and TelCove-SC have established procedures designed to prevent the unauthorized switching of customers. Those procedures include obtaining a signed letter of authorization ("LOA"), or similar authorization, from all new customers. TelCove-Operations will continue to maintain those procedures and update them to comply with any changes in South Carolina law and Federal Communications Commission ("FC") regulations.

Q. Please describe the public interest benefits associated with the proposed reorganization.

A. The proposed reorganization is consistent with the public interest in that it will be seamless with respect to the services TelCove-SC's South Carolina customers receive, while enabling the TelCove operating entities to streamline their respective operations. As noted in the Application and as described above, the proposed reorganization is entirely intra-corporate in nature, will not result in any discontinuance of service, and will not affect any of the services provided to existing TelCove-SC customers. TelCove-SC's South Carolina customers will continue to receive service under the TelCove operating name. Furthermore, the existing management team of TelCove-Operations, which already oversees the operations of TelCove-SC, will remain in place and TelCove-Operations will continue to have access to the same financial qualifications that it enjoyed prior to the reorganization. As a result, TelCove customers in South Carolina will not be adversely affected by the proposed transactions.

At the same time, Applicants expect that the proposed transactions will allow the TelCove entities, including TelCove-Operations, to streamline and rationalize their operations in a manner which will provide organizational and intracorporate operational benefits. Currently, TelCove's operations are divided among more than twenty separate subsidiaries. By consolidating its operations within a more limited number of operating entities, Applicants believe that the TelCove companies can provide service and compete more effectively, including in South Carolina.

Q. Does this conclude your testimony?

A. Yes, it does.